

July 24, 2009

GLORIA L. FRANKLIN, CLERK
U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA



Signed: July 23, 2009

A handwritten signature of Randall J. Newsome in black ink, written over a horizontal line.

RANDALL J. NEWSOME
U.S. Bankruptcy Judge

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15 **UNITED STATES BANKRUPTCY COURT**
16 **NORTHERN DISTRICT OF CALIFORNIA**
17 **OAKLAND DIVISION**

18 In re
19 ASYST TECHNOLOGIES, INC.,
20
21 Debtor.

Case Nos. 09-43246 RJN
Chapter 11

**ORDER AUTHORIZING
EMPLOYMENT AND RETENTION
OF BDO SEIDMAN, LLP AS
FINANCIAL ADVISORS FOR THE
OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF
ASYST TECHNOLOGIES, INC.
EFFECTIVE AS OF APRIL 30, 2009**

27 Upon the application (the "Application") of the Official Committee of Unsecured
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1 Creditors (the “Committee”) of Asyst Technologies, Inc. (the “Debtor”), for entry of an
2 order authorizing the employment and retention of BDO Seidman, LLP (“BDO”) as
3 financial advisors to the Committee effective as of April 30, 2009, pursuant to Sections
4 504 and 1103(a) of Title 11 of the United States Code §§ 101 *et seq.* (the “Bankruptcy
5 Code”) and Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the
6 “Bankruptcy Rules”); and upon the Affidavit of William Creelman (the “Creelman
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8 Affidavit”) in support of the Application; and it appearing that BDO represents no interest
9 adverse to the Committee, the Debtor, the Debtor’s estate or its creditors with respect to
10 the matters for which BDO is to be engaged, that BDO is a disinterested person as that
11 term is defined in Section 101(14) of the Bankruptcy Code, and that the employment and
12 retention of BDO is necessary and in the best interests of the estates; and good and
13 adequate notice of the Application having been given, and after due deliberation and
14 sufficient cause appearing; therefor, it is hereby

15 ORDERED, that the Application is APPROVED and GRANTED; and it is further

16 ORDERED, BDO’s employment is necessary and in the best interests of the
17 Debtor’s estate and creditors; and BDO’s hourly rates, as set forth in the Creelman
18 Declaration, are reasonable; and it is further

19 ORDERED, that pursuant to Section 1103 of the Bankruptcy Code, and
20 Bankruptcy Rules 2014(a) and 5002, the Committee is hereby authorized and empowered
21 to employ and retain BDO as financial advisors to the Committee, effective *nunc pro tunc*
22 to April 30, 2009, on the terms and conditions set forth in the Application and the
23 Creelman Affidavit, and the retention of BDO as financial advisors in accordance with
24 BDO’s normal hourly rates and disbursement policies as set forth in the Creelman
25 Affidavit is hereby approved, except as expressly provided herein; and it is further

26 ORDERED, that compensation and reimbursement of expenses to be paid to BDO
27 shall be paid as an administrative expense of the Debtor’s estate in such amounts as shall
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1 be allowed and determined upon appropriate applications to the Court pursuant to
2 Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the United States
3 Trustee Guidelines for fees and all orders and such other procedures as may be fixed by
4 the Court; and it is further

5 ORDERED, that the Court shall retain jurisdiction to hear and determine all
6 matters arising from the implementation of this Order.

7 *** END OF ORDER ***
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